Permit #F00022649-A

FilmL.A., Inc.
1201 W. 5th Street, Suite T-800
Los Angeles, CA 90017
t: (213)977-8600 - f: (213)977-8601
www.filmla.com

Summary Information

Permit No: F00022649-A **Type of Permit:** FILMING **Release Date:** 12/04/2009

Production Company THE DREAMING TREE LLC

Insured Company Name THE DREAMING TREE LLC

Contact Phone No. 1 323-445-6244
Contact Phone No. 2
Fax 323-467-1024
Address 2817 MAGNOLIA BLVD, SUITE A
BURBANK, California 91505

Production Title IT'S GOT NOISE

Type of Production Commercial - PSA

Producer Kelly Maher

Director Estlin Feigley

1st AD None None

Production Manager Kelly Maher

FilmL.A. Coordinator Roberto Martinez

Location Manager Kelly Maher
Primary Phone Mobile - 773-807-3960
Secondary Phone Office - 773-334-8380

Location Assistant NA NA
Primary Phone Office - 000-000-000
Secondary Phone

Fees

FILMLA MODIFIED PERMIT RIDER FEE $25.00

LA CITY FIRE SAFETY OFFICER $64.00

Total Permit Fee $89.00

Number of Locations 1

NOT A PERMIT

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Los Angeles, CA 90017
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www.filmla.com

Summary Information — Location

Permit Number	F00022649-A	**Location Manager**	Kelly Maher
Production Company	THE DREAMING TREE LLC	Primary Phone	Mobile - 773-807-3960
Insured Company	THE DREAMING TREE LLC	Secondary Phone	Office - 773-334-8380
Production Title	IT'S GOT NOISE		

Location Address	1316 N Bronson Ave, Los Angeles, CA, 90028
Location Names	LE CONTE MIDDLE SCHOOL
Location Type	School
Location Description	LOS ANGELES UNIFIED SCHOOL DISTRICT
Film Dates	12/4/2009 - 12/4/2009 07:00 - 22:00
Open or Closed to the Public	Closed
Generic Conditions	All vehicles must be parked on private property No Cast and Crew parking on areas streets. No interference with vehicular or pedestrian traffic
Please see attached documents	790912~1.pdf Dreaming Tree, Kelli Feigly (VP).pdf

Equipment on Location

Type	Quantity
Cast/Crew vehicles	1
Vans	3

Personnel on Location

Type	Quantity
Cast	5
Crew	15
LA City UFSO assigned	24649

Filming Activities Exterior MOS; Interior MOS; 20 people or less; UFSO REQUIRED FROM 07:00-13:00 ONLY;

Jurisdiction **Political:** Los Angeles City - Council District 13 **Police:** Los Angeles Police Department **Fire:** Los Angeles City

Location Notes

Coordinator Note RIDER A EXTENDS UFSO TIMES FROM 12:00 TO 13:00 AND COLLECTS FEES

Parking

Base Camp
Location Type : Location
Street :

Crew Parking
Location Type : Location
Street :

NOT A PERMIT

AJ @ PPS

fax 323 465 9869

Dreaming Tree Films
Non - Profit documents.

Thanks!

Carla

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$250 or more in accordance with IRS tax regulations. Letters are sent within 2 weeks of receipt of the donation.

Reports

- Twice a year San Francisco Film Society requires a status report and current budget with expenses for your project. The reporting periods are: mid-year January to June and year-end January to December. These reports are due regardless of whether or not funds were raised during that period. Reports are required at San Francisco Film Society 15 days after the reporting period ends. Failure to deliver reports on time will result in the suspension of your project.
- You may be awarded funds from various foundations and be required to submit reports as per the award agreement. These reports must be delivered in full and on time. Failure to deliver reports on time will result in the suspension of your project.

Please note the following changes to the fiscal sponsorship program.

- In most cases, the filmmaker is responsible for submitting their own grant applications. The exception to that is for a National Science Foundation (NSF) or National Endowment for the Humanities grant. Please note that due to a change in National Endowment for the Arts (NEA) regulations, SFFS will no longer be submitting applications on filmmakers' behalf to the NEA. SFFS will only submit applications to NSF or NEH that have been filled out completely and received three weeks prior to the

Wed, Dec 2, 2009 10:45 AM

Subject: Acceptance into Film Society Fiscal Program
Date: Tuesday, December 1, 2009 11:30 PM
From: Michele Turnure-Salleo <mturnure-salleo@sffs.org>
To: Kelli Feigley <kelli@dreamingtreefilms.com>
Conversation: Acceptance into Film Society Fiscal Program
Category: Foundation

Hi Kelli,
I'm afraid I literally got off the phone with you and became ill with the flu and have been sick ever since. I havent been in the office and wont be back in until the end of the week but wanted to get you the contract and W9 as soon as I was on a computer again.
So sorry for the delay but here it is!
All the best
Michele
Please fill out and return the attached fiscal sponsorship contract and W9 form. **Once we receive these back we will send out your welcome package via email containing your fiscal sponsorship letter and other information you will need for grant applications.** Please read the contract carefully and ask us questions if there are any items you do not understand. Your fiscal sponsorship letter will contain your project number (SPJ) that San Francisco Film Society uses to track your project activity.
The Fiscal Sponsorship department will use email as the primary means of communication to inform you of any news, reports due etc. Should your contact information change, it is your responsibility to ensure the fiscal sponsorship department has your updated information. If you do not receive information due to your failure to communicate this information you will not be exempt from due dates etc.

To send your contract and W9 please print, fill in, sign, scan and return by email to **michele@sffs.org** If you do not have a scanner please send by fax to 415-5615099 Please make sure your faxed and mailed documents are accompanied by a cover sheet directing the materials to the Fiscal sponsorship department.

Your project will be listed in the Sponsored Projects section of our website so you can receive donations online.

Please supply by email to fiscalsponsorship@sffs.org :

- **Include in this order: project name, filmmaker name(s), genre, narrative or documentary, short or feature and 50-75 word description of your film.** This will be copied and pasted so please send it ready to go online.
- An image that is the best you have available. Include your project name in the file name.
- If you have a website include the link.

** all of the above materials must be sent to San Francisco Film Society via email to **fiscalsponsorship@sffs.org** within **one week of today's date** for this offer of fiscal sponsorship to remain active. To email the contract and W9 please print, sign, scan and send. **Please send all of the materials in the same email.**

As per your contract we require you to inform us when you apply for grants and send copies of your application.

Please remember to use the San Francisco Film Society name and or logo in your film credits, printed materials other places where appropriate. Our logo can be downloaded from our website here: http://www.sffs.org/about/logo-downloads.aspx

Donation Procedures:

- Donors to your project can:
  - 1) write checks to San Francisco Film Society and should indicate which project the donation is supporting on the FOR/ MEMO line along with your SPJ number (San Francisco Film Society filing number provided on your welcome letter).
  - 2) make an online credit card donation to your film from the San Francisco Film Society website
- San Francisco Film Society processes all donations in the following manner:
  - We receive checks and credit card donations from Mon-Fri in any given week.
  - Checks are deposited in our bank account, once it clears our accounting department issues checks to the filmmaker at the end of the week. Checks are issued once each week.
  - Filmmakers are notified of donations to their project by mail when they receive their check in the mail from San Francisco Film Society. Unfortunately, we are unable to notify filmmakers of donations in advance by phone or email. We do not use a direct deposit system for donations. All donations are processed as quickly as possible.
  - The time from which we receive donations until checks are issued and mailed usually takes 7-10 business days.
  - The San Francisco Film Society admin fee is 7%, add an additional 3% for credit card donations
- Checks are sent to you with copies of donor checks or credit card transaction so you may contact your donors directly with thank you notes. Keep these copies in your files for your reference, you may need this info when you do your credits. San Francisco Film Society is not responsible to maintaining your list of donors for you.
- San Francisco Film Society also sends out thank you letters stating the tax deductible donation was received for donations of

NOT A PERMIT

OFFICE OF THE ATTORNEY GENERAL
STATE OF ILLINOIS

November 25, 2009

DREAMING TREE FOUNDATION
6123 N. WOLCOTT AVENUE
CHICAGO, IL 60660

Lisa Madigan
ATTORNEY GENERAL

RE: Status of DREAMING TREE FOUNDATION under both The Charitable Trust and The Solicitation for Charity Acts.

Dear Registrant:

I am pleased to acknowledge receipt of your registration statement under both the Charitable Trust and the Solicitation for Charity Acts. The registration number assigned to your organization is CO# 01057227.

Please note that when an organization registers under the Charitable Trust and/or the Solicitation for Charity Act, it is required to file an annual financial report with our office. The annual financial report is due six months after the end of the organization's fiscal year. It is one of the duties of the organization's officers to ensure that this report is timely filed. A copy of the form AG990-IL along with instructions are attached to this letter.

I must also call your attention to Section 12 under the Solicitation for Charity Act. Please note that this registration in no way constitutes an endorsement of your organization by the State of Illinois and that any representation as such for the purpose of soliciting or collecting funds will be grounds for cancellation of your registration.

For your convenience, additional resource materials as well as blank forms and instructions are available under the "Building Better Charities" section of our website at www.IllinoisAttorneyGeneral.gov. If you have questions, you may direct them by mail to the Charitable Trusts Bureau at 100 West Randolph Street, 11th floor, Chicago, Illinois 60601; or contact us by phone at (312) 814 - 2595. We will be happy to assist you.

Very truly yours,

Lisa Madigan

LISA MADIGAN
Attorney General

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Form AG990-IL.I NS
Revised 03/05

ILLINOIS CHARITABLE ORGANIZATION
– FORM AG990-IL FILING INSTRUCTIONS –

LISA MADIGAN
ATTORNEY GENERAL

A COMPLETE A NNUAL FINANCIAL REPORT (AG990-IL with all required attachments and applicable fees) is due within six months after the organiza ion's fiscal year end. A REPORT WILL NOT BE CONSIDERED FILED UNLESS IT IS COMPLETE. A COMPLETE ANNUAL FINAN CIAL REPORT must include the following items:

1. **$15 Annual F iling Fee** - Make check or money order payable to **"ILLINOIS CHARITY BUREAU FUND." An annual financial report submitted with out proper fees will not be considered filed.**

   - **Soliciting Organizations** are required to pay a $15 Annual Report Filing Fee if gross contributions are greater than $15,000 or assets are greater than $25,000.

   - **Trust Org anizations registered under the Charitable Trust Act only** are required to pay a $15 Annual Report Filing Fee if gross revenues or assets are g reater than $25,000.

2. **Form AG990 IL** - Complete all sections and line items applicable to the organization. See 6 below for **Simplified Filing Option for Small Organizations. An annual fina ncial report submitted with an incomplete Form AG 990-IL will not be considered filed.**

   A. **CO#:** In clude CO# on the Form AG 990-IL. Correct any incorrect name or address information if using preprinted form and highlight any correctio s.

   B. **SIGNAT URES:** The Form AG 990-IL must be signed by **two** different officers (president or other authorized officer and the chief fiscal officer) or by **two** tr istees. One signature shall be accepted if there is only one trustee. **A Form AG 990-IL without required signatures is incomplete.**

   C. **Part I, Li ne D:** Report "contributions" as defined by the Solicitation for Charity Act. The Solicitation for Charity Act defines "contributions" to include the **gross** amounts of cash donations as well as **gross** sums paid by the public for merchandise, special events, rights or services of the organization. **A Form AG 990-IL that falls to report "contributions" as defined by the Solicitation for Charity Act is incomplete.** (A complete definition of "contribu ion" under the Solicitation for Charity Act is shown on the back of these instructions.)

   D. **Part II, I ine J1:** Report all program costs associated with a combined fund-raising appeal to the extent such was allocated to Charitable Program Service Expense : nd entered on line J as Charitable Program Service Expense. The amount should equal the amount reported on the back of the AG990-IL form, question 'b(ii). You must have and maintain the documentation to support the allocations made.

   E. **Part III, Line S:** Report fees paid to all fund-raising consultants during the year. Attach a list identifying each consultant by name and address and specify tl e amount paid to each.

   F. **Part V, l ines W, X, Y Program Service Codes:** Select up to three codes from those on back of these instructions which best describe the program service(s for which the organization spent funds.

3. **IRS Return o r Report** - IRS form 990 (excluding Schedule B), 990EZ (excluding Schedule B), 990PF, 1041, 1120 or other, must be attached if required by the IRS. If the rganization did not file a federal return or report, attach explanation. **An annual financial report submitted without the required federal return or repo rt is incomplete.**

4. **Audited Fina ncial Statements** – must be attached by a public charity if contributions exceeded $150,000 **or** if the public charity raised contributions in excess of $25,0)0 through the services of professional fund-raiser. The Solicitation for Charity Act defines "contributions" to include the **gross** amounts of cash donations as w ell as **gross** sums paid by the public for merchandise, special events, rights or services of the organization. (A complete definition of "contribution" nder the Solicitation for Charity Act is shown on the back of these instructions.) **An annual financial report without required audited financial state nents is incomplete.**

5. **Form IFC - R eport of Individual Fundraising Campaign** - If the organization used a paid professional fund-raiser, a separate Form IFC is required for each campaign, and each must be signed by **both** the professional fund-raiser **and** an officer or director of the organization. **An annual financial report without the required Form IFC is incomplete.**

6. **Simplified Filing Option for Small Organizations:**

   - **Soliciting Organizations** with gross contributions and assets of $25,000 or less during the fiscal year may file an AG990-IL with all required signatures, disclosing only total revenue, total expenditures, and assets at the fiscal year end (Line A, G and O of the AG990-IL). A $15 annual report filing fee is due only if gr oss contributions were more than $15,000.

   - **Trust Or ganizations registered solely under the Charitable Trust Act** with gross revenue and assets of $25,000 or less during the fiscal year may file an AG990-IL with all required signatures, disclosing only total revenue, total expenditures, and assets at the fiscal year end (Line A, G and O of the AG990-IL). A $15 annual report filing fee is not due.

60 DAY EXTENS ON and LATE REPORT FILING FEES:

- A 60 day extension will be granted only upon the filing of a written request with the Attorney General prior to the report due date.
- If a prope and complete annual report (AG990-IL with all required attachments and applicable fees) or a written extension request is not received prior to the due d te, a $100 late report filing fee (checks payable to the "Illinois Charity Bureau Fund") is required by Illinois law. The report cannot be accepted and will n ot be considered filed if it is late and the late fee is not paid.

Submit the cor plete annual financial report (AG990-IL with all required attachments and applicable fees) or written extension request to:

OFFICE OF THE ATTORNEY GENERAL
CHARITABLE TRUST BUREAU
ATTN: ANNUAL REPORT SECTION
100 WEST RANDOLPH STREET, 11th FLOOR
CHICAGO, ILLINOIS 60601-3175
(312) 814-2595

NOT A FILED REPORT

OFFICE OF THE ATTORNEY GENERAL
STATE OF ILLINOIS

Lisa Madigan
Attorney General

ATTENTION: CHARITABLE ORGANIZATIONS

NOTICE OF AMENDMENT TO SECTION 4 OF THE SOLICITATION FOR CHARITY ACT

(Public Act 096-0488)

Effective January 1, 2010 the audit threshold for charitable organizations whose fund-raising functions are carried on solely by staff and volunteers will be raised from $150,000 to **$300,000.** (225 ILCS 460/4) The new **$300,000** audit threshold applies to annual reports that are due (without considering any extension granted) after the January 1, 2010 effective date of the amendment.

The audit threshold of **$25,000** for charitable organizations who use the services of a paid professional fundraiser has not been changed. (225 ILCS 460/4)

Office of the Illinois Attorney General
Charitable Trusts Bureau
100 W. Randolph Street, 11th Floor
Chicago, IL 60601-3175
(312) 814 - 2595

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For Office Use Only

PMT # _____

AMT _____

INIT _____

ILLINOIS CHARITABLE ORGANIZATION ANNUAL REPORT

Attorney General LISA MADIGAN State of Illinois

Charitable Trust Bureau, 100 West Randolph

11th Floor, Chicago, Illinois 60601

Form AG990-IL
Revised 3/05

CO #

Report for the Fiscal Period:

Beginning ____/____/____

& Ending ____/____/____ (MO / DAY / YR)

Check all items attached:

Make Checks Payable to the Illinois Charity Bureau Fund

- ☐ Copy of IRS Return
- ☐ Audited Financial Statements
- ☐ Copy of Form IFC
- ☐ $15.00 Annual Report Filing Fee
- ☐ $100.00 Late Report Filing Fee

Federal ID # _____

Are contributions to the organization tax deductible? ☐ Yes ☐ No

Date Organization was created: ____/____/____ (MO / DAY / YR)

LEGAL NAME

MAIL ADDRESS

CITY, STATE

ZIP CODE

Year-end amounts	
A) ASSETS	A) $
B) LIABILITIES	B) $
C) NET ASSETS	C) $

	PERCENTAGE	AMOUNT
I. SUMMARY OF ALL REVENUE ITEMS DURING THE YEAR:		
D) PUBLIC SUPPORT, CONTRIBUTIONS & PROGRAM SERVICE REV. (GROSS AMTS.)	%	D) $
E) GOVERNMENT GRANTS & MEMBERSHIP DUES	%	E) $
F) OTHER REVENUES	%	F) $
G) TOTAL REVENUE, INCOME AND CONTRIBUTIONS RECEIVED (ADD D,E, & F)	100%	G) $
II. SUMMARY OF ALL EXPENDITURES DURING THE YEAR:		
H) OPERATING CHARITABLE PROGRAM EXPENSE	%	H) $
I) EDUCATION PROGRAM SERVICE EXPENSE	%	I) $
J) TOTAL CHARITABLE PROGRAM SERVICE EXPENSE (ADD H & I)	%	J) $
J1) JOINT COSTS ALLOCATED TO PROGRAM SERVICES (INCLUDED IN J): $		
K) GRANTS TO OTHER CHARITABLE ORGANIZATIONS	%	K) $
L) TOTAL CHARITABLE PROGRAM SERVICE EXPENDITURE (ADD J & K)	%	L) $
M) MANAGEMENT AND GENERAL EXPENSE	%	M) $
N) FUNDRAISING EXPENSE	%	N) $
O) TOTAL EXPENDITURES THIS PERIOD (ADD L, M, & N)	100 %	O) $
III. SUMMARY OF ALL PAID FUNDRAISER AND CONSULTANT ACTIVITIES: (Attach Attorney General Report of Individual Fundraising Campaign- Form IFC. One for each PFR.)		
PROFESSIONAL FUNDRAISERS:		
P) TOTAL AMOUNT RAISED BY PAID PROFESSIONAL FUNDRAISERS	100 %	P) $
Q) TOTAL FUNDRAISERS FEES AND EXPENSES	%	Q) $
R) NET RECEIVED BY THE CHARITY (P MINUS Q=R)	%	R) $
PROFESSIONAL FUNDRAISING CONSULTANTS:		
S) TOTAL AMOUNT PAID TO PROFESSIONAL FUNDRAISING CONSULTANTS		S) $
IV. COMPENSATION TO THE (3) HIGHEST PAID PERSONS DURING THE YEAR:		
T) NAME, TITLE:		T) $
U) NAME, TITLE:		U) $
V) NAME, TITLE:		V) $
V. CHARITABLE PROGRAM DESCRIPTION: *CHARITABLE PROGRAM (3 HIGHEST BY $ EXPENDED) CODE CATEGORIES*		List on back side of instructions CODE
W) DESCRIPTION:		W) #
X) DESCRIPTION:		X) #
Y) DESCRIPTION:		Y) #

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Charity Annual Report Extensions

An organization must be registered and in good standing to obtain an extension.

Illinois Attorney General's Office Extension:

A charitable organization's annual report is due six months after the close of its fiscal year. A charitable organization may receive a sixty day extension by filing a written extension request with our Office prior to its report due date. The written extension request must include the name, CO number and/or FEIN number of the organization.

Additional IRS Extension:

1. All charitable organizations that have obtained the sixty day extension may receive an additional extension of up to two and one-half months for good cause. Good cause for state filing purposes is the same as set forth by the Internal Revenue Service.

2. To receive the additional extension, the charitable organization must have previously timely applied for and received the sixty day extension referred to above; and provide the following additional materials prior to the extended due date (eight months after fiscal year end):

   a) A written request for the additional extension;

   b) A completed "draft" Illinois Charitable Organization Annual Report Form AG990-IL stating that:

      i. the report contains preliminary figures; and
      ii. the report may be amended when the complete filing is submitted.

   c) Financial statements which include a balance sheet and income statement in final form (or draft form, if final statements are unavailable);

   d) All required statutory fees; and

   e) A copy of the application for extension of time filed with the Internal Revenue Service.

Submit the complete Annual Report, including all required fees and attachments, by the extended due date. Please note – if financial statements are submitted with an extension request, then they must be resubmitted with the complete Annual Report filing.

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GOLAN & CHRISTIE

GOLAN & CHRISTIE LLP
70 WEST MADISON STREET
SUITE 1500
CHICAGO, ILLINOIS 60602-4206
PHONE (312) 263-2300
FAX (312) 263-0939
GOLANCHRISTIE.COM

Writer's Direct Dial (312) 696-2035

Donna F. Hartl
dfhartl@golanchristie.com
www.golanchristie.com

March 24, 2008

Jesse White
Secretary of State
Department of Business Services
501 S. Second Street, Room 350
Springfield, IL 62756

Re: ***Dreaming Tree Foundation***

Dear Sir or Madam:

Enclosed please find two (2) original Articles of Incorporation for the above-referenced company. In addition, enclosed is a check in the amount of $50.00 representing the required filing fee. Please return a file stamped copy of this document to my attention in the self-addressed, stamped envelope enclosed.

Please contact our office with any questions.

Very truly yours,

GOLAN & CHRISTIE LLP

By: Donna F. Hartl
Donna F. Hartl

DFH:srb
Encls.

cc: Kelli Feigley
Anthony R. Taglia, Esq.

EIN
32-0246706

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(000 0305.DOC /)

OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

MARCH 28, 2008

6604-071-2

GOLAN & CHRISTIE LLP
DONNA F. HARTL
70 WEST MADISON ST. STE. 1500
CHICAGO, IL 60602-4206

RE DREAMING TREE FOUNDATION

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE ARTICLES OF INCORPORATION OF THE ABOVE NAMED CORPORATION. THE CORPORATION IS REQUIRED TO FILE AN ANNUAL REPORT EACH YEAR. BLANK FORMS WILL BE MAILED BY THIS OFFICE TO THE REGISTERED AGENT AS SHOWN BY OUR FILES APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH. (ORIGINAL DATE OF INCORPORATION).

THE REQUIRED FEE OF $50.00 IN THIS CONNECTION HAS BEEN RECEIVED AND PLACED TO YOUR CREDIT.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

CERTAIN NOT FOR PROFIT CORPORATIONS ORGANIZED AS A CHARITABLE CORPORATION ARE REQUIRED TO REGISTER WITH THE OFFICE OF THE ATTORNEY GENERAL. UPON RECEIPT OF THE ENCLOSED ARTICLES OF INCORPORATION, YOU MUST CONTACT THE CHARITABLE TRUST DIVISION, OFFICE OF THE ATTORNEY GENERAL, 100 W. RANDOLPH, 3RD FLOOR, CHICAGO, ILLINOIS 60601 TELEPHONE (312) 814-2595.

THE ISSUANCE OF THE ARTICLES OF INCORPORATION DOES NOT ENTITLE THE CORPORATION TO A PROPERTY TAX EXEMPTION. YOU MUST APPLY FOR THAT EXEMPTION THROUGH THE BOARD OF REVIEW IN THE COUNTY WHERE THE REAL ESTATE IS LOCATED.

THE DEPARTMENT OF BUSINESS SERVICES IS NO LONGER ISSUING A CERTIFICATE ATTACHED TO THE ARTICLES OF INCORPORATION AS OF FEBRUARY 15, 2002.

SINCERELY,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
TELEPHONE (217) 782-6961

Springfield, Illinois 62756

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FORM **NFP 102.10** (rev. Dec. 2003)
ARTICLES OF INCORPORATION
General Not For Profit Corporation Act

Jesse White, Secretary of State
Department of Business Services
501 S. Second St., Rm 350
Springfield, IL 62756
217-782-9522
www.cyberdriveillinois.com

Remit payment in the form of a cashier's check, certified check, money order or Illinois attorney's or C.P.A.'s check payable to Secretary of State.

Filed: 3/28/2008 Jesse White Secretary of State

File # 6604-0712 Filing Fee: $50 Approved: SR

Submit in duplicate — Type or Print clearly in black ink — Do not write above this line

Article 1.
Corporate Name: Dreaming Tree Foundation SR

CP0253113

Article 2.
Name and Address of Registered Agent and Registered Office in Illinois:

Registered Agent: Kelli Feigley
(First Name / Middle Name / Last Name)

Registered Office: 6123 N. Wolcott Avenue
(Number / Street / Suite # (P.O. Box alone is unacceptable))

Chicago IL 60660 Cook
(City / ZIP Code / County)

Article 3.
The first Board of Directors shall be three (3) in number, their Names and Addresses being as follows
(Not less than three)

Director Name	Street Address	City	State	Zip Code
Estlin Feigley	6123 N. Wolcott Avenue	Chicago	IL	60660
Kelli Feigley	6123 N. Wolcott Avenue	Chicago	IL	60660
James Quinn	5710 N. Washtenaw	Chicago	IL	60657

060

Article 4.
Purpose(s) for which the Corporation is organized: See Attachment

(continued on back)

Printed by authority of the State of Illinois March 2007 - 15M - C 157.15

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Article 4.(continued)
Is this Corporation a Condominium Association as established under the Condominium Property Act? (check one)
Yes ✓ No

Is this Corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954? (check one)
Yes ✓ No

Is this Corporation a Homeowner's Association, which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure? (check one)
Yes ✓ No

Article 5.
Other provisions (For more space, attach additional sheets of this size.): See attached

Article 6.
Names & Addresses of Incorporators
The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated March (Month & Day), 2008. (Year)

Signatures and Names	Post Office Address
1. _____ (Signature) Kelli Feigley, Incorporator (Name (print))	1. 6123 N. Wolcott Avenue (Street) Chicago, Illinois 60660 (City, State, ZIP)
2. _____ (Signature) _____ (Name (print))	2. _____ (Street) _____ (City, State, ZIP)
3. _____ (Signature) _____ (Name (print))	3. _____ (Street) _____ (City, State, ZIP)
4. _____ (Signature) _____ (Name (print))	4. _____ (Street) _____ (City, State, ZIP)
5. _____ (Signature) _____ (Name (print))	5. _____ (Street) _____ (City, State, ZIP)

Signatures must be in BLACK INK on the original document.
Carbon copies, photocopies or rubber stamped signatures may only be used on the duplicate copy.

- If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by a duly authorized corporate officer. Please print name and title beneath the officer's signature.
- The registered agent cannot be the corporation itself.
- The registered agent may be an individual, resident in Illinois, or a domestic or foreign corporation, authorized to act as a registered agent.
- The registered office may be, but need not be, the same as its principal office.
- A corporation that is to function as a club, as defined in Section 1-3.24 of the "Liquor Control Act" of 1934, must insert in its purpose clause a statement that it will comply with the State and local laws and ordinances relating to alcoholic liquors.

Printed by authority of the State of Illinois, March 2007 - 15M - C 157.15

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ATTACHMENT TO FORM NFP-102.10
ARTICLES OF INCORPORATION FOR THE
DREAMING TREE FOUNDATION

Article 4. The purposes for which the corporation is organized are:

This corporation is organized exclusively for charitable, educational, scientific and youth instruction and athletic purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), including, for such purposes, administering creative grants and scholarships to youth and schools on the basis of need and creative talent, and producing filmmaking events and workshops for attendance by youth and related youth organizations.

Article 5. Other provisions:

This corporation is authorized to do any and all lawful acts, and to engage in any and all lawful activities which may be necessary or desirable for the furtherance or attainment of the aforementioned purposes, including, without limitation, hosting and/or participating in fund raising activities and soliciting and accepting donations and grants. The corporation may not engage, other than as an insubstantial part of its activities, in activities which in themselves are not in furtherance of the aforementioned purposes of the corporation.

No part of the earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, of otherwise attempting to influence legislation; and the corporation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Upon dissolution of the corporation, after paying or making provision for the payment of all of the liabilities of the corporation, all assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or shall be distributed to the federal government, or to a state or local government, for a public purpose, as the Board of Directors shall determine. Any such asset not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

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Form **2848** (Rev. June 2008)
Department of the Treasury
Internal Revenue Service

Power of Attorney and Declaration of Representative

▶ Type or print. ▶ See the separate instructions.

OMB No. 1545-0150

For IRS Use Only
Received by:
Name
Telephone
Function
Date / /

Part I Power of Attorney

Caution: *Form 2848 will not be honored for any purpose other than representation before the IRS.*

1 Taxpayer information. Taxpayer(s) must sign and date this form on page 2, line 9.

Taxpayer name(s) and address	Social security number(s)	Employer identification number
Dreaming Tree Foundation 6123 N Wolcott Chicago, IL 60660		32-0246706
	Daytime telephone number (312) 696-2035	Plan number (if applicable)

hereby appoint(s) the following representative(s) as attorney(s)-in-fact:

2 Representative(s) must sign and date this form on page 2, Part II.

Name and address	CAF No. / Telephone No. / Fax No. / Check if new: Address / Telephone No. / Fax No.
Donna F. Hartl Golan & Christie LLP, 70 West Madison#1500 Chicago, IL 60602	CAF No. 4005-11605R Telephone No. 312-263-2300 Fax No. 312-263-0939 Check if new: Address ☐ Telephone No. ☐ Fax No. ☐
Justin W. Clark Golan & Christie LLP, 70 West Madison#1500 Chicago, IL 60602	CAF No. Telephone No. 312-263-2300 Fax No. 312-263-0939 Check if new: Address ☐ Telephone No. ☐ Fax No. ☐
Name and address	CAF No. Telephone No. Fax No. Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

to represent the taxpayer(s) before the Internal Revenue Service for the following tax matters:

3 Tax matters

Type of Tax (Income, Employment, Excise, etc.) or Civil Penalty (see the instructions for line 3)	Tax Form Number (1040, 941, 720, etc.)	Year(s) or Period(s) (see the instructions for line 3)
Tax exemption application	1023	2008-2011

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. Specific Uses Not Recorded on CAF ▶ ☐

5 Acts authorized. The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative or add additional representatives, the power to sign certain returns, or the power to execute a request for disclosure of tax returns or return information to a third party. See the line 5 instructions for more information.

Exceptions. An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. See Unenrolled Return Preparer on page 1 of the instructions. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Treasury Department Circular No. 230 (Circular 230). An enrolled retirement plan administrator may only represent taxpayers to the extent provided in section 10.3(e) of Circular 230. See the line 5 instructions for restrictions on tax matters partners. In most cases, the student practitioner's (levels k and l) authority is limited (for example, they may only practice under the supervision of another practitioner).

List any specific additions or deletions to the acts otherwise authorized in this power of attorney:

6 Receipt of refund checks. If you want to authorize a representative named on line 2 to receive, BUT NOT TO ENDORSE OR CASH, refund checks, initial here _____ and list the name of that representative below.

Name of representative to receive refund check(s) ▶

NOT A FILED FORM

7 **Notices and communications.** Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2.

a If you also want the second representative listed to receive a copy of notices and communications, check this box ▶ ☐

b If you do not want any notices or communications sent to your representative(s), check this box ▶ ☐

8 **Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here ▶ ☐

YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

9 **Signature of taxpayer(s).** If a tax matter concerns a joint return, both husband and wife must sign if joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

▶ **IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED.**

Signature	Date	Title (if applicable)
	06/23/2009	

Print Name	PIN Number	Print name of taxpayer from line 1 if other than individual
	69620	Dreaming Tree Foundation

Signature	Date	Title (if applicable)

Print Name	PIN Number

Part II Declaration of Representative

Caution: *Students with a special order to represent taxpayers in qualified Low Income Taxpayer Clinics or the Student Tax Clinic Program (levels k and l), see the instructions for Part II.*

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Circular 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there; and
- I am one of the following:

a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
b Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below.
c Enrolled Agent—enrolled as an agent under the requirements of Circular 230.
d Officer—a bona fide officer of the taxpayer's organization.
e Full-Time Employee—a full-time employee of the taxpayer.
f Family Member—a member of the taxpayer's immediate family (for example, spouse, parent, child, brother, or sister).
g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).
h Unenrolled Return Preparer—the authority to practice before the Internal Revenue Service is limited by Circular 230, section 10.7(c)(1)(viii). You must have prepared the return in question and the return must be under examination by the IRS. See Unenrolled Return Preparer on page 1 of the instructions.
k Student Attorney—student who receives permission to practice before the IRS by virtue of their status as a law student under section 10.7(d) of Circular 230.
l Student CPA—student who receives permission to practice before the IRS by virtue of their status as a CPA student under section 10.7(d) of Circular 230.
r Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

▶ **IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED.** See the Part II instructions.

Designation—Insert above letter (a–r)	Jurisdiction (state) or identification	Signature	Date
a	IL		04/16/2009
a	IL		04/16/2009

DRAFT

Appointment of Pacific Production Services
As Authorized Agent and Representative

I certify that I am a representative of Dreaming Tree Films Foundation ("Principal") and am authorized to enter into binding contractual agreements on its behalf. I further certify that I am authorized by Principal to appoint other representatives and agents for Principal and to give such representatives and agents authority to enter into and bind Principal to agreements relating to the issuance of and compliance with location film (e.g. theatrical, television, commercial and other motion. picture filming) and still photographic permits, including the permits themselves and any riders to such permits. Acting on behalf of Principal in my capacity as its authorized representative, I appoint Pacific Production Services and it employees and agents ("PPS") as Principal's authorized representatives and agents to apply for location film (e.g. theatrical, television, commercial and other motion. picture filming) and still photographic permits on behalf of Principal through FilmLA, Inc. for any city, county or through any other jurisdictions where FilmLA, Inc. operates, to negotiate, discuss, accept, modify, agree to and bind Principal to the terms and conditions of such permits (including all restrictions and/or community guidelines applicable to any such permit); and to execute such permits on behalf of Principal. Principal understands, acknowledges and agrees that it (and/or its insurer) remains responsible and liable for all obligations imposed by or incidental to any permit or rider issued to Principal signed by any employee or agent of (including any coordinator, runner or messenger used by) PPS. Principal further agrees to comply with the terms and conditions of any such permits and hereby appoints PPS as an authorized representative to facilitate compliance with such terms and conditions following issuance of any such permits and to enter into agreements for Principal with respect thereto. Any person, agency, entity, or organization (including FilmLA, Inc. and any city, county or other jurisdictions where FilmLA, Inc. operates) may rely upon this appointment and need not obtain further authorization for any act described herein. An original or faxed copy of this appointment shall be sufficient, and may be treated as an original for your purposes. The appointment may be revoked by Principal at any time in writing delivered to FilmLA, Inc., but in any case shall expire one (1) year from the date of execution set forth below.

I declare under penalty of perjury under the laws of the State of California that I am authorized to appoint PPS as agent for Principal, and based upon that authority I hereby appoint PPS as Principal's agent as set forth herein.

Date: 12/3/09

Representative's Signature

KELLY Q. FEIGLEY

Representative's Name (Please Print)

VP Partner, Managing Director

Representative's Title (Please Print)

Dreaming Tree Films Foundation

Name of Principal (i.e. company name) (Please Print)

4646 N. Ravenswood
Chicago, IL 60640

Principal's Mailing Address (Please Print)

773-334-8380

Principal's Phone Number (Please Print)

Pacific Production Services
Eric Nicholas, President
6513 Hollywood Blvd, Suite 214
Hollywood CA. 90028
Ph. 323-465-9179 Fx. 323-465-9869

NOT PERMIT